

Constitution

Date: 29 November 2021

Modern Pentathlon Australia Inc

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Constitution

Modern Pentathlon Australia Inc

1. NAME

1.1 Name

The name of the incorporated association is Modern Pentathlon Australia Incorporated.

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution unless the context requires otherwise:

AGM or Annual General Meeting means the annual General Meeting of MPA required to be held under the Act.

Appointed Executive means a person appointed as an Appointed Executive under **clause 14.8**.

Committee means a committee established by the Executive under **clause 22**.

Constitution means this Rule as amended from time to time, and a reference to a particular clause is a reference to a clause of this Rule.

Executive means, as the case requires, all, some or one of the Executive with their powers and authority under the Constitution.

Elected Executive means an Individual Member elected as an Elected Executive under **clause 14**.

Executive Officer means a person appointed as an Executive Officer of MPA by the Executive

General Meeting means a general meeting of Members and includes the AGM.

Individual Member means a person admitted to MPA as an individual member under **clause 6.6**.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to MPA or any activity of or conducted, promoted or administered by MPA.

UIPM means The Union Internationale de Pentathlon Moderne.

Life Member means a person admitted to MPA as a life member under **clause 6.5**.

Member means a member of MPA under **clause 6**.

Member State means a legal entity recognised by MPA under **clause 6.4** as representing a State.

Modern Pentathlon means the discipline as recognised and regulated by the UIPM from time to time and includes every combination of the five disciplines of fencing, swimming, horse-riding, shooting and running, including Biathlon (running and swimming), Biathle (continuous run/swim/run), Laser Run (running and shooting continued event), Triathle (any three disciplines) and Tetrathlon (any four disciplines).

MPA means Modern Pentathlon Australia Incorporated.

Policy means a policy made under **clauses 8.2** and **23.1(a)**.

Purposes means the purposes of MPA in **clause 3**.

Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following –

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

Representative means a person (other than a proxy) appointed to represent a Member State at a General Meeting of MPA.

Secretary means a person appointed as a secretary of MPA by the Executive under clause 19.

Sporting Power means that power delegated to MPA by UIPM for the exclusive control and management of the Modern Pentathlon in Australia.

Special Resolution has the same meaning as that given to it in the Act.

State means the States of Australia, which shall be deemed to also include each of the Northern Territory and the Australian Capital Territory.

Statutes and Regulations mean the statutes and regulations of UPIM in force from time to time.

Telecommunications Meeting means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Executive at a meeting of the Executive or each Voting Member at a meeting of Members to communicate with any other participant.

the Act means the *Associations Incorporation Reform Act 2012* as modified and amended from time to time and includes any regulations made under the Act and any exemption or modification to the Act applying to MPA.

Voting Member means, in relation to a General Meeting, those Members present and entitled to vote in accordance with **clause 6.2**.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy or Representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(singular includes plural)** the singular includes the plural and vice versa;
- (f) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (g) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (h) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Executive; and
- (i) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

3. PURPOSES

MPA is recognised by UIPM as the sole international sporting power for the enforcement of the Statutes and Regulations and control of Modern Pentathlon in Australia and is delegated by UIPM with exercising the Sporting Power for Australia.

The Purposes of MPA shall be to:

- (a) adopt and exercise the Sporting Power as the national federation for the Modern Pentathlon in Australia and to act as the sole Australian affiliated member of UIPM in accordance with the Statutes and Regulations;
- (b) conduct, encourage, promote, advance, control and manage all levels of Modern Pentathlon in Australia interdependently with Members and others;

- (c) adopt, formulate, issue, interpret and amend Policies for the control and conduct of Modern Pentathlon in Australia;
- (d) encourage the provision and development of appropriate facilities for participation in Modern Pentathlon;
- (e) maintain and enhance standards, quality, behaviour and reputation of Modern Pentathlon and Members for the collective and mutual benefit and interests of members and Modern Pentathlon;
- (f) promote Modern Pentathlon for commercial, government and public recognition and benefits;
- (g) be the only body entitled to prepare and enter Australian teams in international Modern Pentathlon competitions including Olympic Games and Youth Olympic Games;
- (h) promote, control, manage and conduct Modern Pentathlon events, competitions and championships;
- (i) encourage and promote widespread participation in Modern Pentathlon and physical activity;
- (j) use and promote the Intellectual Property;
- (k) have regard to the public interest in its operations; and
- (l) undertake other actions or activities necessary, incidental or conducive to advance these Purposes.

4. POWERS

In addition to the Sporting Power and any other powers it has under the Act, MPA has the legal capacity and powers of an individual to do all things necessary or incidental for furthering the Purposes under **clause 3**.

5. INCOME AND PROPERTY OF COMPANY

5.1 Sole Purpose

The income and property of MPA may only be applied towards the promotion of the Purposes.

5.2 Financial Year

The financial year of MPA is each period of 12 months ending on 31 December.

5.3 Not for profit organisation

- (a) MPA must not distribute any surplus, income or assets directly or indirectly to any Member.
- (b) Subrule (a) does not prevent MPA from paying a Member –

- (i) reimbursement for expenses properly incurred by the Member; or
- (ii) for goods or services provided by the Member –

if this is done in good faith on terms no more favourable than if the Member was not a Member.

6. MEMBERSHIP

6.1 Minimum number of Members

MPA must have at least 5 Members.

6.2 Categories of Members

Members of MPA shall fall into one of the following categories:

- (a) Member States, which subject to this Constitution shall have the right to receive notice of, attend and vote at General Meetings;
- (b) Life Members, who subject to this Constitution shall have the right to receive notice of and attend, but not vote, at General Meetings;
- (c) Individual Members, who shall have the right to receive notice of and attend, but not vote, at General Meetings; or
- (d) such other category of Member as may be created by the Executive. Any category of Member created by the Executive under this **clause 6.2(d)** may not be granted voting rights.

6.3 Admission of Members

A person will become a Member, and the Executive will direct the Secretary to record the name, street address, email address and date on which the person became a Member, and any other information determined by the Executive, in the register of Members kept by MPA, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the person has submitted an written application, signed by the applicant (and if under 18 by the applicant's parent or guardian), which is accepted by the Executive and in which the applicant undertakes to:

- (a) be bound by this Constitution, the Statutes and Regulations and the Policies (including Policies specific to the relevant category of Membership);
- (b) pay the fees and subscriptions determined to apply to the Member under **clause 10**; and
- (c) support MPA in the encouragement and promotion of its Purposes.

6.4 Member States

- (a) MPA will recognise only one entity in each State as the controlling body responsible for ensuring the efficient administration of Modern Pentathlon in

the whole of that State in accordance with the Purposes. Member States must be legal entities.

- (b) Each Member State will:
- (i) have Purposes that align with those of MPA as stated in **clause 3** and do all that is reasonably necessary to enable the Purposes to be achieved, having regard to any legislation applicable to that Member State;
 - (ii) effectively promulgate and enforce the Constitution and Policies of MPA and the Statutes and Regulations;
 - (iii) at all times act for and on behalf of the interests of MPA, the Members and Modern Pentathlon;
 - (iv) require that each member of the Member State become and remain an Individual Member of MPA;
 - (v) be responsible and accountable to MPA for fulfilling its obligations under MPA's strategic plan as revised from time to time;
 - (vi) ensure that any sponsorship arrangement made by the Member State does not conflict with, prejudice or otherwise interfere with any sponsorship arrangement made by MPA
 - (vii) provide MPA with copies of its audited accounts, annual report and associated documents immediately following its Annual General Meeting;
 - (viii) provide MPA with copies of its business plans and budgets from time to time and within 21 days of request by the Executive;
 - (ix) be bound by this Constitution and the Policies and the Statutes and Regulations;
 - (x) act in good faith and loyalty to maintain and enhance MPA and Modern Pentathlon, its standards, quality and reputation for the collective and mutual benefit of the Members and Modern Pentathlon;
 - (xi) at all times operate with and promote mutual trust and confidence between MPA and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Purposes;
 - (xii) maintain a database of all officials and its members and provide a copy to MPA annually and/or upon request at any other time by the Executive in such means as may be required;
 - (xiii) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Modern Pentathlon and its maintenance and development; and

- (xiv) advise MPA as soon as practicable of any serious administrative, operational or financial difficulties, assist MPA in investigating those issues and cooperate with MPA in addressing those issues in whatever manner, including by:
 - (A) allowing MPA to appoint an administrator to conduct and manage its business and affairs; or
 - (B) allowing MPA itself to conduct all or part of the business or affairs of the relevant Member State,and on such conditions as MPA considers appropriate.
- (c) Rules of Member States
 - (i) Each Member State shall take all steps necessary to ensure its constituent documents conform, and amendments conform, with this Constitution and the Policies, subject to any prohibition or inconsistency in any legislation applicable to that Member State.
 - (ii) The constituent documents and any proposed amendments to the constituent documents of each Member State shall be subject to the approval of MPA.
 - (iii) It shall be the duty of MPA to approve, without delay, such constituent documents and proposed amendments to constituent documents as may be submitted by the Member States provided that the said constituent documents and proposed amendments conform to this Constitution or the Policies.
 - (iv) If the constituent documents do not conform to this Constitution or the Policies, the relevant Member State shall, without delay, take all steps necessary to address the inconsistency so that those documents conform to this Constitution and the Policies.
 - (v) For the avoidance of doubt, if any inconsistency remains between the constituent documents of a Member State and this Constitution or the Policies, this Constitution and the Policies shall prevail to the extent of that inconsistency.
 - (vi) The constituent documents of a Member State must require the Member State to:
 - (A) advise MPA as soon as practicable of any serious administrative, operational or financial difficulties the Member State is having;
 - (B) assist MPA in investigating those issues; and
 - (C) cooperate with MPA in addressing those issues in whatever manner, including by allowing MPA to appoint an administrator to conduct and manage the Member State's business and affairs, or to allow MPA itself to conduct all or part of the

business or affairs of the Member State and on such conditions as MPA considers appropriate.

- (d) The Executive may develop and implement Policies which may set out the membership criteria to be met by Member States and the privileges and benefits of Member State membership in addition to those set out in this Constitution.

6.5 Life Members

- (a) Life Membership is the highest honour that can be bestowed by MPA for longstanding and valued service to Modern Pentathlon in Australia.
- (b) Any Member may nominate an individual for Life membership by notice of a proposed Special Resolution at a General Meeting in a notice of motion in accordance with clause 11.3.
- (c) On passing a Special Resolution to elect an individual as a Life Member the individual shall become a Life Member subject to that individual if not a Member, completing an application in accordance with **clause 6.3**.
- (d) Nominations for Life Membership from a Member State shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) The Policies will set out:
 - (i) the criteria to be met to be a Life Member; and
 - (ii) any privileges and benefits of a Life Member in addition to those set out in this Constitution.
- (f) A person may be posthumously nominated as a Life Member.

6.6 Individual Members

- (a) An individual may apply to become a member of MPA as an Individual Member in the manner provided for in clause 6.3. MPA may at its discretion refuse to accept an individual as an Individual Member and shall not be required or compelled to provide any reason for such rejection.
- (b) In addition to the effect of membership set out in **clause 6.3**, an Individual Member must comply with this Constitution and the Policies and support MPA and the Purposes.
- (c) An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members.

6.7 General

- (a) The Secretary must keep a register of all Members in accordance with the Act.

- (b) No Member whose membership ceases has any claim against MPA or the Executive for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must treat all staff, contractors and representatives of MPA with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Purposes and interests of MPA or the Modern Pentathlon, or both.

6.8 Limited Liability

Members have no liability in that capacity.

7. CESSATION OF MEMBERSHIP

7.1 Cessation

A person ceases to be a Member on:

- (a) Resignation, subject to clause 7.2;
- (b) death;
- (c) if the Member's annual subscription is more than 12 months in arrears or where no annual subscription is payable the Secretary has made a request to the Member to confirm whether the Member wishes to remain a Member and the Member has not, within 3 months after receiving that request confirmed in writing that the Member wishes to remain a Member;
- (d) the termination of their membership according to this Constitution or the Policies;
- (e) a body corporate being dissolved or otherwise ceasing to exist; and
- (f) without limiting the foregoing:
 - (i) in the case of Members who are not Member States, the Member no longer meeting the requirements for membership according to **clause 6**; and
 - (ii) in the case of Members who are Member States, that Member State ceasing to be a Member in accordance with **clause 9**.

7.2 Resignation

- (a) Subject to clause 7.2(b) a Member may resign as a member of MPA by giving 14 days written notice to the Secretary.

- (b) A Member must not resign, and notice given under clause 7.2(a) is invalid, where the Member is at the time of notice being given, subject to disciplinary proceedings under clause 8.2, including under a Policy. For the purposes of this clause, “subject to disciplinary proceedings” includes where a complaint or allegations have been made against but not yet conveyed to, a Member.
- (c) Where a Member State seeks to resign as a member of MPA the written notice must be accompanied by a copy of the special resolution passed by the Member State's members resolving that the Member State resign from MPA.

8. GRIEVANCES AND DISCIPLINE OF MEMBERS

8.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of MPA whether under the Policies or under this Constitution.

8.2 Policies

- (a) The Executive may make or adopt a Policy or Policies:
 - (i) for the hearing and determination of:
 - (A) grievances by any Member who feels aggrieved by a decision or action of MPA or a Member State; and
 - (B) disputes between Members relating to the conduct or administration of Modern Pentathlon;for the discipline of Members;
 - (ii) for the formation and administration of or delegation to an appeals tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - (iii) for the termination of the membership of Members (except in respect of Member States).
- (b) The Executive may, in making or adopting a Policy under (a), incorporate provisions with the Policy to govern its subject matter in whole or in part, to the exclusion of clause 7.2(c) and/or other Policies.
- (c) The Executive in their sole discretion may refer an allegation (which in the opinion of the Executive is not vexatious, trifling or frivolous) by a complainant (including of one of the Executive or a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Executive or any duly authorised Committee; or

- (ii) acted in a manner unbecoming of a Member or prejudicial to the Purposes and interests of MPA or Modern Pentathlon, or both; or
 - (iii) prejudiced MPA or Modern Pentathlon or brought MPA or Modern Pentathlon or themselves into disrepute,
 - (iv) for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Executive consider appropriate.
- (d) Unless suspension is dealt with under a Policy, in which case the provisions regarding suspension in the applicable Policy apply, during investigatory or disciplinary proceedings under this **clause 8**, a respondent to a complaint or grievance may not participate in Modern Pentathlon, (including as an athlete or Official) pending the determination of such proceedings (including any available appeal) unless the Executive, at its absolute discretion decide continued participation is appropriate having regard to the matter at hand.
- (e) The Executive may include in any Policy or Policies a final right of appeal to an independent body outside the control of the Modern Pentathlon.

9. TERMINATION OF MEMBERSHIP OF MEMBER STATE

9.1 Sanctions for Discipline of Member States

Without limiting matters that may be referred to in the Policies, any Member State that is determined by the Executive to have acted in a manner set out in **clause 8.2 (c)** shall be liable for the sanctions set out in that Policy, including termination of Membership (which shall only take place in accordance with the procedure set out in this **clause 9**).

9.2 Termination of Membership of Member States

- (a) No recommendation can be made by the Executive under this **clause 9** unless all avenues of appeal available to the relevant Member State under the Policies have been exhausted.
- (b) Subject to compliance with **clause 9.2(a)** (and the Policies), the Executive may recommend to a General Meeting to terminate the membership of a Member State.
- (c) Upon recommendation from the Executive under **clause 9.2(b)**, a General Meeting may, by Special Resolution, terminate the membership of a Member State.
- (d) Where the membership of a Member State is terminated in accordance with this **clause 9.2**, the Executive may admit another body, which meets the requirements in clause 6.4(a), as the Member State to represent the relevant State.

10. FEES AND SUBSCRIPTIONS

10.1 Membership Fee

- (a) The Executive must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount (if any) of the annual subscription fee payable by each Member, or any category of Member;
 - (iii) the formula to calculate or otherwise any other amount to be paid by a Member, or any category of Member, whether of a recurrent or any other nature; and
 - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to MPA the amounts determined under this **clause 10** in accordance with **clause 10.1(a)(iv)**.

10.2 Non-Payment of Fees

The right of a Member to attend and/or vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 10** is in arrears greater than 45 days.

10.3 Deferral or reduction of subscriptions

- (a) The Executive may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Executive are satisfied that:
 - (i) there are reasonable grounds for doing so;
 - (ii) MPA will not be materially disadvantaged as a result; and
 - (iii) if determined by the Executive, the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Executive.
- (b) If the Executive defer or reduce a subscription or other amount payable by a Member under this **clause 10.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Executive.

11. GENERAL MEETINGS

11.1 Annual General Meeting

An AGM is to be held:

- (a) at least once in each calendar year; and
- (b) at a date, time and venue determined by the Executive.

11.2 Power to convene General Meeting other than AGM

- (a) The Executive may convene a General Meeting other than AGM whenever they think fit and must do so if required by the Act.
- (b) The Executive must convene a General Meeting other than AGM to be held within 3 months of a written request made by two Voting Members that is:
 - (i) signed by each Voting Member
 - (ii) given to the Secretary; and
 - (iii) states the business to be considered at the meeting and the terms of any resolutions to be proposed including the terms of any Special Resolution.
- (c) The Secretary shall give at least 21 days' notice of the General Meeting:
 - (i) to all Members entitled to attend the General Meeting and the Executive;
 - (ii) in accordance with **clause 27**

stating the business to be considered at the meeting and the terms of any resolutions to be proposed including the terms of any Special Resolution; and for a General Meeting referred to in (b), within 2 months after the request was made.

11.3 Notice of Annual General Meeting

- (a) The Secretary must give at least 21 days' notice of an Annual General Meeting of Members:
 - (i) to all Members entitled to attend the General Meeting, the Executive; and
 - (ii) in accordance with **clause 27**.
- (b) At least 45 days prior to the proposed date of an AGM, the Secretary will request from Voting Members and the Executive notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the date, time and place of an AGM must be given, together with:
 - (i) the minutes of the previous annual general meeting and of any general meeting since then;
 - (ii) the annual report of the Executive on the activities of MPA during the preceding financial year;
 - (iii) the financial statements of MPA for the preceding financial year submitted by the Executive in accordance with Part 7 of the Act;

- (iv) all information required to be included in accordance with the Act;
- (v) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
- (vi) where applicable, any notice of motion received from any Voting Member or Executive; and
- (vii) when applicable, a list of all nominations received for positions to be elected at the AGM.

11.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

11.5 Appointment of Representative

- (a) Each Voting Member is entitled to appoint an Individual Member as their Representative to attend General Meetings, provided that the Voting Member has not appointed a proxy under **clause 11.6**, and to exercise the powers of the Voting Member at General Meetings in relation to resolutions to be passed without meetings.
- (b) A Voting Member may appoint more than one Representatives, any of whom may also be one of the Executive, but only one Representative may be appointed to exercise the Voting Member's powers at any one time.
- (c) In addition to each Voting Member's appointed Representative, each Voting Member shall be entitled to appoint one further Representative to attend meetings on their behalf but not vote.

11.6 Right to appoint proxy

- (a) A Voting Member entitled to attend and vote at a General Meeting is entitled to appoint a person as their proxy to attend the meeting in their place.
- (b) A proxy may be revoked by the appointing Voting Member at any time by notice in writing to the Secretary.

11.7 Form of proxy

The instrument appointing a proxy may be in form determined by the Executive from time to time.

11.8 Lodgement of proxy or attorney documents

- (a) A proxy may exercise the vote of the Voting Member that appointed the proxy at a General Meeting only if the instrument appointing the proxy is given to the President or the Secretary before or at the commencement of the meeting.
- (b) An undated proxy is taken to be dated on the day that it is received.

11.9 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy, or Representative:
 - (i) to agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution; and
 - (ii) to speak to any proposed resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy, or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
 - (i) at the postponed or adjourned meeting; or
 - (ii) at the new venue.
- (d) An appointment of a proxy may be a standing proxy — that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a proxy may provide for the President to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.

12. PROCEEDINGS AT GENERAL MEETING

12.1 Number for a quorum

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is three.

12.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

12.3 Quorum and time

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened on request of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

12.4 Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those members then present shall constitute a quorum.

12.5 President to preside over General Meetings

- (a) The President is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
 - (i) one of the Executive (or other person) chosen by a majority of the Executive present; and if unable or unwilling to act;
 - (ii) the only one of the Executive present; and it unable or unwilling to act;
 - (iii) a Representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

12.6 Conduct of General Meetings

- (a) The chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted; and
 - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes.
- (b) A decision by the chair under this **clause 12.6** is final.

12.7 Adjournment of General Meeting

- (a) The chair may, with the consent of any General Meeting at which a quorum is present, and must do so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

12.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

12.9 Questions decided by majority

Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

12.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

12.11 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

12.12 Electronic voting

Voting by electronic communication at General Meetings may be permitted in such instances as the Executive may determine and shall be held in accordance with procedures prescribed by the Executive and in accordance with the Act.

13. VOTES OF MEMBERS

13.1 Votes of Members

- (a) At a General Meeting each Voting Member shall have one vote.
- (b) No Member other than Member States shall be entitled to vote at General Meetings.

13.2 Resolutions not in General Meeting

- (a) If all Voting Members sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting held at the time on which the document was signed by the last Member entitled to vote.
- (b) For the purposes of **clause 13.2(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Voting Members, are deemed together to constitute one document containing a statement in those terms signed by those Voting Members on the respective days on which they signed the separate documents.
- (c) A facsimile transmission or other form of visible or other electronic communication under the name of a Voting Member is deemed to be a document in writing signed by that Voting Member for the purpose of this clause.

14. EXECUTIVE

14.1 Number of Executive

- (a) There must be not less than four and not more than six individuals on the Executive.
- (b) Subject to **clause 14.7**, the Executive shall consist of four Individual Members who are elected by the Voting Members one of whom is President and one is Vice-President (the Elected Executive), and no more than two of the Executive who may be appointed under **clause 14.8** (the Appointed Executive).

14.2 Eligibility

- (a) Any Individual Member over the age of 18 years is eligible for election to an Elected Executive position.
- (b) Any person is eligible for appointment to an Appointed Executive position.

14.3 Term of Executive generally

- (a) The Elected Executive elected at the first Annual General Meeting after a Summer Olympic Games, including President, will hold the position until the end of the first Annual General Meeting after the next Summer Olympic Games, and
- (b) The Elected Executive elected at the third Annual General Meeting after a Summer Olympic Games, including Vice-President, will hold the position until the end of the third Annual General Meeting after the next Summer Olympic Games,

14.4 Nomination for election

- (a) At least 45 days prior to the proposed date of the

- (i) first Annual General Meeting after a Summer Olympic Games the Secretary will request nominations from Members (which comply with this **clause 14.4**) for the election of President and one Elected Executive position,
- (ii) third Annual General Meeting following a Summer Olympic Games the Secretary will request nominations from Members (which comply with this **clause 14.4**) for election of Vice-President and one Elected Executives position,

which must be received no less than 28 days prior to the Annual General Meeting,

- (b) Any Member, or any of the Executive or a Committee may nominate an Individual Member as President or Vice-President or for other Elected Executive position.
- (c) A nomination must:
 - (i) be in the form required by the Executive; and
 - (ii) signed by the nominator and nominee.

14.5 Election of Executive

- (a) Elections for the Executive shall be by secret ballot on papers prepared by Secretary.
- (b) At an Annual General Meeting where there is to be an election for President the first ballot at the Annual General Meeting will be for position of President and the second ballot will be for the Elected Executive position.
- (c) At an Annual General Meeting where there is to be an election for Vice-President the first ballot at the Annual General Meeting will be for the position of Vice-President and the second ballot will be for the Elected Executive position.
- (d) Once a person is elected to a position on the Executive (whether as President, Vice-President or Elected Executive) the person is not eligible for election to any other position during that person's term on the Executive (which does not preclude an appointment as Secretary or Treasurer)
- (e) If, at the close of nominations prior to an Annual General Meeting where there is to be an election for the position of President or Vice-President, there is only one nomination for the position of President or Vice-President the Chairperson of the Annual General Meeting must declare the Individual Member elected as President or Vice-President (as the case may be).
- (f) If, at the close of nominations prior to an Annual General Meeting where there is to be an election for an Elected Executive position, the number of Individual Members nominated is equal to or less than the number of the position to be filled, then the Chairperson of the Annual General Meeting must declare the Individual Member elected to the position.

- (g) If a ballot is required for the position of President, Vice-President or an Elected Executive position the Chairperson must appoint a person to act as returning officer to conduct the ballot who must not be a person nominated for the position.
- (h) The nominee who receives the highest number of votes in the ballot will be elected to the position. If two or more nominees get the same number of votes then the returning officer is to draw the name of one of those nominees by lot. The nominee drawn is then elected to the position.
- (i) A person elected at an Annual General Meeting takes their position at the end of the meeting at which the person is elected.

14.6 Eligibility for Re-election

Subject to the requirements of this Constitution any Elected Executive is eligible for re-election.

14.7 Casual vacancy

- (a) Subject to **clause 14.7(b)** the Executive may at any time appoint a person to fill a casual vacancy (as defined in **clause 14.11**) in the rank of the Elected Executive to hold the position for the remainder of the vacating Elected Executive's term.
- (b) If the position of President or Vice-President becomes vacant the Executive may appoint an Individual Member (whether or not then on the Executive) to hold that position for the remainder of the vacating President or Vice-President's term (as the case may be).
- (c) A person appointed under this clause holds the position subject to this Constitution and may offer himself/herself for election.
- (d) If the Executive in the position which becomes vacant under **clause 14.11** is either the Secretary or Treasurer the Executive must appoint another person (who may be an Elected Executive or Appointed Executive) as Secretary or Treasurer for the remainder of the vacating Secretary or Treasurer's term (as the case may be).

14.8 Appointed Executive

- (a) In addition to the Elected Executive, the Executive may themselves appoint up to two persons to be Appointed Executive because of their special business acumen and/or technical skills.
- (b) An Appointed Executive holds the position for a term determined by the Executive which is not to extend beyond the end of the Annual General Meeting following a Summer Olympic Games and will be on such other terms as the Executive determines.
- (c) A person may only serve eight consecutive years as an Appointed Executive but, subject to the other requirements of this Constitution, is otherwise eligible to be elected to an Elected Executive.

- (d) Subject to this Constitution, the Executive may at any time appoint a person to fill a casual vacancy (as defined in **clause 14.11**) in the rank of the Appointed Executive and, subject to **clause 14.8(b)**, on whatever terms the Executive decide.

14.9 Suspension and removal

A General Meeting may suspend or remove a President, Vice-President or Elected Executive from that position and appoint another Individual Member to the position during the suspension or for the remainder of the President, Vice-President or Elective Executive's term (as the case may be).

14.10 Transition Executive

Notwithstanding **clause 14.4 and 14.5**

- (a) At least 45 days prior to the proposed date of the Annual General Meeting after the 2020 Summer Olympic Games held in Tokyo in 2021 the Secretary will request nominations from Members (which comply with **clause 14.4**) for election to the position of President, Vice-President and two Elected Executive positions which nominations must be received no less than 28 days prior to the Annual General Meeting,
- (b) At that Annual General Meeting the first ballot will be for the position of President, the second ballot will be for the position of Vice-President and the succeeding ballots will be for two Elected Executive positions.
- (c) Once a person is elected to a position on the Executive (whether as President, Vice-President or Elected Executive) the person is not eligible for election to any other position during that person's term on the Executive (which does not preclude an appointment as Secretary or Treasurer).
- (d) If at the close of nominations prior to that Annual General Meeting there is only one nomination for President or Vice-President the Chairperson of the Annual General meeting must declare the Individual Member elected to that position of President or Vice-President (as the case may be).
- (e) If after election of President and Vice-President there are two or less nominations eligible for election to the position of Elected Executive the Chairperson will declare the Individual Members nominated as elected to positions of Elected Executive.
- (f) If a ballot is required for the position of President, Vice-President or other Elected Executive positions the Chairperson must appoint a returning officer to conduct the ballot who must not be a person nominated for the position.
- (g) The nominee who received the highest number of votes in the ballot will be elected to the position. If two or more nominees get the same number of votes then the returning officer will draw the name of one of those nominees by lot. The nominee drawn is elected to the position.
- (h) Notwithstanding **clause 14.3(a)** the Vice-President and the Individual Member elected in the second ballot to the position of Elected Executive will

hold the position until the end of the next Annual General Meeting, which AGM will be treated as the third Annual General Meeting after a Summer Olympic Games for the purposes of this Constitution (as referred to in **clause 14.4(a)(ii)**).

- (i) If no ballot is required for the Elected Executive positions and the Elected Executives are elected under **clause 14.11(e)** the Chairperson will draw the name of one of the Elected Executives elected by lot who will be treated as the Individual Member elected in the second ballot and hold the position of Elected Executive until the end of the next Annual General Meeting as provided in **clause 14.10(h)**.

14.11 Vacation of Position

The position of one of the Executive becomes vacant when the Act says it does and also if the person:

- (a) dies;
- (b) is removed in accordance with **clause 14.9** but another Individual Member is not appointed;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) resigns from the position by notice in writing to MPA;
- (e) is not present at three consecutive Executive meetings without leave of absence from the Executive; or
- (f) is directly or indirectly interested in any contract or proposed contract with MPA and fails to declare the nature of the interest as required by the Act.

15. POWERS AND DUTIES OF EXECUTIVE

15.1 Executive to manage MPA

The Executive is to manage MPA's business and may exercise those of MPA's powers that are not required, by the Act or by this Constitution, to be exercised by MPA in General Meeting.

15.2 Specific powers of Executive

Without limiting **clause 15.1**, the Executive may exercise all MPA's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of MPA or of any other person.

15.3 Time, etc

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Executive may at their absolute discretion extend that time, period or date as they think fit.

15.4 Appointment of attorney

The Executive may appoint any person to be MPA's attorney for the Purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

15.5 Provisions in power of attorney

A power of attorney granted under **clause 15.4** may contain any provisions for the protection and convenience of persons dealing with the attorney that the Executive think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

15.6 Delegation of powers

- (a) Without limiting **clause 18.4** the Executive may, by resolution or by power of attorney or writing under seal, delegate any of their powers or any other person as they think fit.
- (b) Any delegation by the Executive of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) may not include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Executive.

15.7 Code of Conduct

The Executive must:

- (a) adopt a code of conduct for the Executive; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

16. PROCEEDINGS OF EXECUTIVE

16.1 Executive meetings

- (a) Subject to **clause 16.1(b)**, the Executive may meet for conducting business, adjourn and otherwise regulate their meetings as they think fit.

- (b) The Executive must meet at least four times in each calendar year.

16.2 Questions decided by majority

A question arising at an Executive meeting is to be decided by a majority of votes of the Executive present in person and entitled to vote. Each Executive present has one vote on a matter arising for decision by the Executive.

16.3 Chair's casting vote

The chair of the meeting will not have a casting vote.

16.4 Quorum

Three members (of which two must be Elected Executive) of the Executive present in person constitutes a quorum.

16.5 Effect of vacancy

- (a) When a vacancy occurs on the Executive those continuing on the Executive may act despite the vacancy.
- (b) However, if the number on the Executive is reduced below the number required for a quorum, the remaining Executive may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

16.6 Convening meetings

- (a) Any of the Executive may, and the Secretary on the request of the Executive must, convene an Executive' meeting.
- (b) Notice of a meeting of the Executive must be given individually to each of the Executive. Notice of a meeting of the Executive may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) Any of the Executive may waive notice of a meeting of the Executive to him/her at any time by giving notice to that effect to MPA in person or by post or by telephone, facsimile or other electronic means.
- (d) A person who attends a meeting of the Executive waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Executive or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of the Executive.

16.7 The President

- (a) The President shall chair any General Meeting or meeting of the Executive and shall have the functions and responsibilities set out in the Policies.
- (b) Despite **clause 16.7(a)**, if:

- (i) there is no person elected as President; or
- (ii) the President is not present within 15 minutes after the time appointed for the holding of the meeting; or
- (iii) the President is unwilling to act,

the Executive may elect one of their number to chair the meeting.

16.8 Circulating resolutions

- (a) The Executive may pass a resolution without an Executive meeting being held if notice in writing of the resolution is given to all of the Executive and a majority of the Executive entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Executive) sign a document containing a statement that they are in favour of the resolution set out in the document and return the document to the Secretary.
- (b) Separate copies of the document may be used for signing by the Executive if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of one of the Executive with that person's authority is taken to be a document signed by that person for the purposes of **clause 16.8(a)** and is taken to be signed when received by the Secretary in legible form.
- (c) The resolution is passed when the last of the documents signed by an Executive is received by the Secretary.

16.9 Validity of acts of Executive

Everything done at an Executive meeting or a Committee meeting, or by a person acting as one of the Executive, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated the position.

16.10 Executive Interests

- (a) Each on the Executive shall declare to the Executive any material personal interest or related party transaction, as soon as practicable after that person becomes aware of their interest in the matter.
- (b) Where one of the Executive declares a material personal interest or in the event of a related party transaction, that person is ineligible to receive the Executive's meeting papers related to the matter, and must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Executive.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Executive or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The Secretary shall maintain a register of declared interests.

16.11 Minutes

- (a) The Secretary must cause minutes of meetings to be made and kept.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must include:
 - (i) the names of the Members attending the meeting; and
 - (ii) proxy forms given to the President or Secretary under **clause 11.8**; and
 - (iii) the financial statements referred to in **clause 11.3(c)(iii)**; and
 - (iv) the certificate signed by two of the Executive certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (v) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

17. TELECOMMUNICATION MEETINGS OF MPA

17.1 Telecommunication Meeting

- (a) A General Meeting or an Executive Meeting may be held by means of a Telecommunication Meeting, provided that:
 - (i) the number of Members or the Executive (as applicable) participating is not less than a quorum required for a General Meeting or Executive' Meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this **clause 17**.

17.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of MPA:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

18. EXECUTIVE OFFICER

18.1 Appointment of Executive Officer

The Executive may appoint an Executive Officer.

18.2 Powers, duties and authorities of Executive Officer

- (a) The Executive Officer holds the position under the terms and conditions (including position description and as to remuneration) determined by the Executive and with the powers, duties and authorities, delegated to them by the Executive.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the Executive Officer are subject at all times to the control of the Executive.

18.3 Suspension and removal of Executive Officer

Subject to the terms and conditions of the appointment, the Executive may suspend or remove the Executive Officer from his/her position.

18.4 Delegation by Executive to Executive Officer

The Executive may delegate to the Executive Officer the power (subject to such reservations on the power as are decided by the Executive) to conduct the day-to-day management and control of the business and affairs of MPA. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Executive and to implement them to the extent approved by the Executive;
- (b) manage the financial and other reporting mechanisms of MPA;
- (c) approve and incur expenditure subject to specified expenditure limits;

- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of MPA; and
- (e) any other powers and responsibilities which the Executive consider appropriate to delegate to the Executive Officer.

18.5 Executive Officer to attend meetings

The Executive Officer is entitled, subject to a determination otherwise by the Executive, to attend all meetings of MPA, all meetings of the Executive and any Committees and may speak on any matter, but does not have a vote.

19. SECRETARY

19.1 Secretary

- (a) The Executive must appoint a person (who may be an Elected Executive or Appointed Executive) as Secretary at the first Executive meeting following an Annual General Meeting at which there has been an election for an Elected Executive position. If the vote is tied the Secretary appointed shall be the candidate who chooses by lot the piece of paper from a container with the word 'Secretary'.
- (b) The person appointed to be Secretary under **clause 19.1(a)** will, subject to remaining on the Executive, remain Secretary until the end of next AGM at which there is an election for an Elected Executive position.
- (c) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (d) The Secretary must:
 - (i) maintain the register of members in accordance with **clause 6.7**; and
 - (ii) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in **clause 24.2(c)**, all books, documents and securities of the Association in accordance with **clause 25**; and
 - (iii) subject to the Act and this Constitution, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (iv) perform any other duty or function imposed on the Secretary by the Constitution.
- (e) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

20. TREASURER

20.1 Treasurer

- (a) The Executive must appoint a person (who may be an Elected Executive or Appointed Executive) as Treasurer at the first Executive meeting following an Annual General Meeting at which there has been an election for an Elected Executive position. If the vote is tied the Treasurer appointed shall be the candidate who chooses by lot the piece of paper from a container with the word 'Treasurer'.
- (b) The person appointed to be Treasurer under **clause 20.1(a)** will, subject to remaining on the Executive, remain Treasurer until the end of next AGM at which there is an election for an Elected Executive position.
- (c) The Treasurer must:
 - (i) receive all moneys paid to or received by MPA and issue receipts for those moneys in the name of MPA; and
 - (ii) ensure that all moneys received are paid into the account of MPA within 5 working days after receipt; and
 - (iii) make any payments authorised by the Executive or by a General Meeting from MPA's funds; and
 - (iv) ensure cheques are signed by at least 2 of the Executive (1 of whom must be an Elected Executive).
- (d) The Treasurer must:
 - (i) ensure that the financial records of MPA are kept in accordance with the Act and this Constitution; and
 - (ii) coordinate the preparation of the financial statements of MPA and their certification by the Executive prior to their submission to the Annual General Meeting.
- (e) The Treasurer must ensure that at least one other of the Executive has access to the accounts and financial records of MPA.

21. SECRETARY AND TREASURER

21.1 Powers, duties and authorities of Secretary and Treasurer

A Secretary or Treasurer holds the position on the terms and conditions and with the powers, duties and authorities, delegated to them by the Executive and as provided for in this Constitution.

22. COMMITTEES

22.1 Committees

The Executive may delegate any of their powers to Committees consisting of those persons they think fit (including members of the Executive, individuals and consultants), and may vary or revoke any delegation.

22.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Executive.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Executive.

22.3 Committee meetings

Unless otherwise determined by the Executive, committee meetings are governed by the provisions of this Constitution dealing with Executive meetings, as far as they are capable of application.

23. POLICIES

23.1 Making and amending Policies

- (a) In addition to policies made under **clause 8.2**, the Executive may from time to time make policies which in their opinion are necessary or desirable for the Purposes of MPA and for the control, administration and management of MPA's affairs and may amend, repeal and replace those policies.
- (b) The Policies referred to in **clauses 8.2** and **23.1(a)** take effect 7 days after the Policy is published on the website of MPA and shall be of force and effect on and from that date.

23.2 Effect of Policies

A Policy:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (d) may be overruled if a resolution to that effect is passed at a General Meeting.

24. SOURCE OF FUNDS

The funds of the MPA may be derived from joining fees, annual subscriptions, competition entry and participation fees, donations, fund-raising activities, grants, sponsorship and any other sources approved by the Executive.

24.1 Management of Funds

- (a) The MPA must maintain an account with a financial institution from which all expenditure of the MPA is made and into which all of the MPA's revenue is deposited.
- (b) Subject to any restrictions imposed by a General Meeting, the Executive may approve expenditure on behalf of the MPA.
- (c) The Executive may authorise the Treasurer to expend funds on behalf of the MPA (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 of the Executive.
- (e) All funds of the MPA must be deposited into the financial account of the MPA no later than 5 working days after receipt.
- (f) With the approval of the Executive, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

24.2 Financial Records

- (a) The MPA must keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (b) The MPA must retain the financial records for 7 years after the transactions covered by the records are completed.
- (c) The Treasurer must keep in his or her custody, or under his or her control:
 - (i) the financial records for the current financial year; and
 - (ii) any other financial records as authorised by the Executive.

24.3 Financial Statements

- (a) For each financial year, the Executive must ensure that the requirements under the Act relating to the financial statements of the MPA are met.
- (b) Without limiting subrule (1), those requirements include:
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Executive;

- (iv) the submission of the financial statements to the annual general meeting of the MPA;
- (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

25. INSPECTION OF RECORDS

- (a) Members may on request inspect free of charge –
 - (i) the register of members;
 - (ii) the minutes of general meetings;
 - (iii) subject to subrule (b), the financial records, books, securities and any other relevant document of MPA, including minutes of Executive meetings.
- (b) The Executive may refuse to permit a member to inspect records of MPA that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of MPA.
- (c) The Executive must on request make copies of these rules available to Members and applicants for membership free of charge.

26. ACCOUNTS

26.1 Accounting Records

The Executive will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

26.2 Auditor

A properly qualified auditor or auditors may be appointed by the Executive.

27. SERVICE OF DOCUMENTS

27.1 Document includes notice

In this **clause 27**, document includes a notice.

27.2 Methods of service on a Member

MPA may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a facsimile number or electronic address nominated by the Member.

27.3 Methods of service on MPA

A Member may give a document to MPA:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) by sending it to a facsimile number or electronic address nominated by MPA.

27.4 Post

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the third business day after the date of its posting.

27.5 Facsimile or electronic transmission

If a document is sent by facsimile or electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the facsimile or electronic transmission on a business day;
- (b) have been delivered on the business day of its transmission.

28. INDEMNITY

28.1 Insurance

MPA may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring any person who is or has been one of an Executive of MPA (whether as Elected Executive or Appointed Executive), an officer or employee of MPA, coach or any organiser or official of a Modern Pentathlon competition, against liability that the person may incur including a liability for legal costs, unless:

- (a) MPA is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if MPA paid the premium, be made void by statute.

29. WINDING UP

29.1 Winding up and cancellation

- (a) MPA may be wound up voluntarily by special resolution.

- (b) In the event of the winding up or cancellation of the incorporation of MPA the surplus assets of MPA must not be distributed to any members of former members of MPA.

29.2 Excess property on winding up

- (c) If on the winding up or dissolution of MPA, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having Purposes similar to those of MPA; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (d) That body is, or those bodies are, to be determined by resolution at a General Meeting at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

30. ALTERATION OF THIS CONSTITUTION

This Constitution may only be altered by special resolution of a General Meeting.